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To: Division of Corporations  
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From: GAIL S ANDRE  
Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CLIFTON HOTEL, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
CLIFTON HOTEL, LLC**

**ARTICLE I - NAME**

The name of this limited liability company is CLIFTON HOTEL, LLC (the "Company")

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 1433 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 450 South Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Mark Scheinblum.

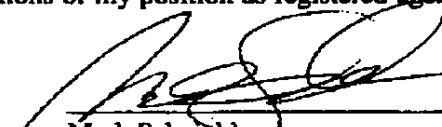
**ARTICLE IV - MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

  
Mark Scheinblum, Member of Authorized Representative of a Member

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
Mark Scheinblum

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